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97-195669 T#007
04-17-97 12:45PM

$ 1937.60
DOCU. STAMPS-DEED

RECVD. BROWARD CNTY
B. JACK OSTERHOLT
COUNTY ADMIN.

~~After recording, return to~~:
Dillard Department Stores, Inc.
1600 Cantrell Road
Little Rock, Arkansas 72201
Attn: James W. Cherry, Jr.

ASSIGNMENT AND ASSUMPTION AGREEMENT OF LEASE

This Assignment and Assumption Agreement of Lease made effective April 14, 1997 and executed on the 10th day of April, 1997 by Mervyn's, a California corporation (hereinafter called "Assignor"), for good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, transfer, convey, set over and deliver unto Dillard Department Stores, Inc., a Delaware corporation (hereinafter called "Assignee"), its successors and assigns, all of the right, title, interest, estate and privileges of Assignor, in, under and to the lease described on Exhibit A attached hereto and made a part hereof (hereinafter called the "Lease").

TO HAVE AND HOLD the same unto Assignee, its successors and assigns, subject, however, to all the terms, conditions and provisions contained in the Lease.

In consideration of the foregoing assignment of the Lease and of other good and valuable consideration paid by Assignor, the receipt of which is hereby acknowledged, Assignee hereby accepts the foregoing assignment of the Lease and assumes and agrees to keep, observe and perform all of the terms, covenants, duties, obligations, liabilities and undertakings of Assignor arising from and after the date hereof under the Lease.

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Assignee hereby agrees to indemnify and hold harmless Assignor from and against any and all liabilities, claims, damage or loss arising out of Assignee's failure to perform under the terms, conditions and provisions of the Lease other than any claim which arises out of failure to obtain a Consent as defined in that certain Purchase and Sale Agreement dated January 15, 1997 by and between Assignee and Assignor.

This assignment of the Lease is made without recourse or warranty of any kind, except as set forth in that certain Purchase and Sale Agreement dated January 15, 1997 between Assignor and Assignee. There shall be no assignment of the right, or assumption of any obligation, to use any trade name involving the use of the name "Mervyn's".

IN WITNESS WHEREOF, Assignor has caused this Assignment and Assumption Agreement to Lease to be executed in its name and its corporate seal to be hereunto affixed by its proper officers duly authorized the 10th day of April, 1977.

Return to:
CHICAGO TITLE INSURANCE COMPANY
390 N. ORANGE AVE., SUITE 150
ORLANDO, FLORIDA 32301
C09600932 JM

WILL CALL 509700125JS
CHICAGO TITLE INSURANCE CO.
2701 GATEWAY DRIVE
POMPANO BEACH, FLORIDA 33069



253

WITNESSES:

William P. Hise

Robert L. Nys

MERVYN'S

Michael J. Wahlig
Vice President
777 Nicollet Mall
Minneapolis, Minnesota 55402

STATE OF MINNESOTA)
) ss.:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 10th day of April, 1997 by Michael J. Wahlig, as Vice President of Mervyn's, on behalf of the corporation. He is personally known to me.

Notary Public, State of Minnesota

My Commission Expires:

ROSALIND M. ZAVADA
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Jan. 31, 2000

IN WITNESS WHEREOF, Assignee has caused this Assignment and Assumption Agreement to Lease to be executed in its name and its corporate seal to be hereunto affixed by its proper officers duly authorized the 9th day of April, 1977.

WITNESSES:

Print Name: James W. Cherry, Jr.

DILLARD DEPARTMENT STORES, INC.

James E. Darr, Jr.
Senior Vice President
1600 Cantrell Road
Little Rock, Arkansas 72201

Print Name: Selina L. Dowden

STATE OF ARKANSAS)
) ss.:
COUNTY OF PULASKI)

The foregoing instrument was acknowledged before me this 9th day of April, 1997 by Dames E. Darr, Jr., Senior Vice President of Dillard Department Stores, Inc., a Delaware corporation, on behalf of such corporation, who is personally known to me.

Notary Public, State of Arkansas

My Commission Expires:

Deborah K. Agee
Notary Public
Pulaski County, Arkansas
My Commission Expires 3/10/2005

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DHC: 19554

This instrument drafted by:
William P. Hise, Attorney #45457
1500 IDS Center
777 Nicollet Mall
Minneapolis, Minnesota 55402

EXHIBIT "A"

A leasehold estate created by that certain Lease executed by and between the parties named herein, for the term and upon the terms, covenants and conditions therein provided:

Lease between Alstores Realty Corporation, a Delaware corporation, Lessor, and Chesterfield Associates Limited Partnership, a Connecticut limited partnership, Lessee, dated October 18, 1978, a Memorandum of which was filed October 18, 1978, in Official Records Book 7824, page 411, Public Records of Broward County, Florida.

Lease and Sublease between Chesterfield Associates Limited Partnership, a Connecticut limited partnership, Lessor, and Jordan Marsh Company, Lessee, dated October 18, 1978, a Memorandum of which was filed October 18, 1978, in Official Records Book 7824, page 427, Public Records of Broward County, Florida.

Assigned to Mervyn's, a California corporation, by Assignment of Lessee's Interest in Lease and Assumption Agreement, dated September 17, 1991 and filed September 25, 1991, in Official Records Book 18770, page 933, Public Records of Broward County, Florida, as to the Sublease.

BK26297PG0908